

Counterpart - Edward M. Lister

RECORDATION NO. 10393-A FILED
MAY 15 '97 10-40AM

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OF COUNSEL
URBAN A. LESTER

May 15, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Discharge of Security Agreement, dated as of May 14, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement, between FMC Corporation and Southern Pacific Transportation Corporation, which was previously filed with the Commission under Recordation Number 10393.

The name and address of the party to the enclosed document are:

Secured Party: Gunderson, Inc. (successor in interest to
FMC Corporation Rail and Marine Division)
4350 Northwest Front Avenue
Portland, Oregon 97210

A description of the railroad equipment covered by the enclosed document is set forth in the Security Agreement as originally filed therein.

RECEIVED
SURFACE TRANSPORTATION
BOARD
MAY 15 10 36 AM '97

Mr. Vernon A. Williams
May 15, 1997
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Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return two stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', written in a cursive style.

Robert W. Alvord

RWA/bg
Enclosures

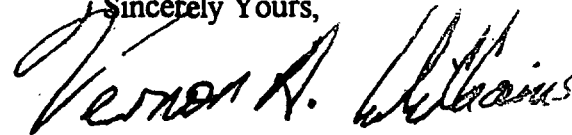
Surface Transportation Board
Washington, D.C.. 20423-0001

5/15/97

Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3 (c), on 5/15/97 at, 10:40AM and , and
assigned recordation number(s) 10393-A.

Sincerely Yours,



Vernon Williams
Secretary

Enclosure(s)

\$ 24.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgement the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has had an opportunity to examine your document.

Signature:



MAY 15 '97

10-40AM

DISCHARGE OF SECURITY AGREEMENT

For Value Received, Gunderson, Inc. (purchaser of substantially all assets of the FMC Corporation Rail and Marine Division), holder of a security agreement from Southern Pacific Transportation company, dated as of May 7, 1979 and recorded with the Interstate Commerce Commission under Recordation Number 10393, acknowledges that it claims no interest in the railroad equipment referred to therein.

Witness my hand this 14th day of May, 1997.

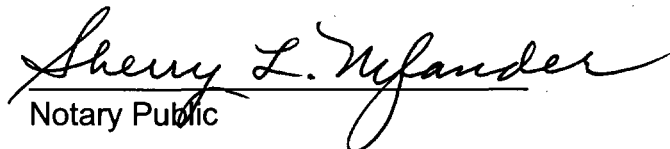
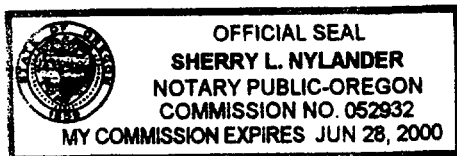
WITNESS:

GUNDERSON, INC.


By: Howard D. Werth
Its: Vice President & Controller

State of Oregon)
)
County of Multnomah) ss:

On the 14th day of May, 1997, before me personally came Howard D. Werth, to me known, who, being by me duly sworn, says that he is a Vice President & Controller of Gunderson, Inc., and the foregoing instrument was signed on behalf of that corporation by authority of its Board of Directors.


Notary Public